

# **Exhibit 10**

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On April 10, 2008, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via postage pre-paid U.S. mail:

- 1) Motion For Order Under 11 U.S.C. § 365(d)(4) Further Extending Deadline To Assume Or Reject Leases Of Nonresidential Real Property ("Postconfirmation 365(d)(4) Deadline Extension Motion") (Docket No. 13359) [a copy of which is attached hereto as Exhibit D]
- 2) Motion For Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of Reorganization Plan ("Postconfirmation § 1121(D) Exclusivity Extension Motion") (Docket No. 13360) [a copy of which is attached hereto as Exhibit E]
- 3) Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order ("Postconfirmation Extension Of Avoidance Action Service Deadline Motion") (Docket No. 13361) [a copy of which is attached hereto as Exhibit F]

On April 10, 2008, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via overnight mail:

- 4) Motion For Order Under 11 U.S.C. § 365(d)(4) Further Extending Deadline To Assume Or Reject Leases Of Nonresidential Real Property ("Postconfirmation

365(d)(4) Deadline Extension Motion") (Docket No. 13359) [a copy of which is attached hereto as Exhibit D]

On April 10, 2008, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via overnight mail:

- 5) Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order ("Postconfirmation Extension Of Avoidance Action Service Deadline Motion") (Docket No. 13361) [a copy of which is attached hereto as Exhibit F]

Dated: April 16, 2008

/s/ Elizabeth Adam

Elizabeth Adam

State of California  
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 16th day of April, 2008, by Elizabeth Adam, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ L. Maree Sanders

Commission Expires: 10/1/09

## **EXHIBIT A**

Delphi Corporation  
Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Delphi Corporation  
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Delphi Corporation  
Master Service List

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Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805 212-668-2255 does not take service via fax		Creditor Committee Member
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500			Counsel to United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	<a href="mailto:mwarner@warnerstevens.com">mwarner@warnerstevens.com</a>	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
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## **EXHIBIT B**



Delphi Corporation  
Master Service List

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Linebarger Goggan Blair & Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201	214-880-0089	Counsel to Dallas County and Tarrant County
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603	312-443-0370	Counsel to Methode Electronics, Inc.

Delphi Corporation  
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603	312-443-1832	Counsel to Sedgwick Claims Management Services, Inc.
Lord, Bissel & Brook LLP	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-947-8304	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	10022-4802	212-812-8340	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
McGuirewoods LLP	Elizabeth L. Gunn	One James Center	901 East Cary Street	Richmond	VA	23219-4030	804-775-1178	Counsel to Siemens Logistics Assembly Systems, Inc.
Miami-Dade County Tax Collector	Metro-Dade Paralegal Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Paralegal Collection Specialist for Miami-Dade County
Miles & Stockbridge, P.C.	Kerry Hopkins	10 Light Street		Baltimore	MD	21202	410-385-3418	Counsel to Computer Patent Annuities Limited Partnership, Hydro Aluminum North America, Inc., Hydro Aluminum Adrian, Inc., Hydro Aluminum Precision Tubing NA, LLC, Hydro Aluminum Ellay Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro Canada, Inc., Emhart Technologies LLL and Adell Plastics, Inc.
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	Michelle M. Harner	901 Lakeside Avenue		Cleveland	OH	44114	216-586-3939	Counsel to WL Ross & Co., LLC
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Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	Corporate Secretary for Professional Technologies Services
Reed Smith	Richard P. Norton	One Riverfront Plaza	1st Floor	Newark	NJ	07102	973-621-3200	Counsel to Jason Incorporated, Sackner Products Division
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	OH	44333	330-670-3004	Counsel to Republic Engineered Products, Inc.
Ropers, Majeski, Kohn & Bentley	Christopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	CA	90071	213-312-2000	Counsel to Brembo S.p.A.; Bibielle S.p.A.; AP Racing
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	Counsel to Infineon Technologies North America Corporation
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304	248-540-3340	Counsel to Dott Industries, Inc.
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Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919	860-251-5811	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,

Delphi Corporation  
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483	Counsel to Sony Electronics, Inc. Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111- 3492		Counsel to Bing Metals Group, Inc.; Genral Transport International, Inc.; Crown Enterprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc.
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	MI	48075	248-352-4700	Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc. a
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane The Washington Harbour	3000 K Street, N.W. Suite 300	New York	NY	10038	212-806-5400	Attorneys for Sanders Lead Co., Inc.
Swidler Berlin LLP	Robert N. Steinwurtzel			Washington	DC	20007	202-424-7500	Counsel to American Finance Group, Inc. d/b/a Guaranty Capital Corporation and Oki Semiconductor Company
Thelen Reid Brown Raysman & Steiner LLP	David A. Lowenthal	875 Third Avenue		New York	NY	10022	212-603-2000	Conflicts counsel to Debtors
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy	Allied Industrial and Service Workers, Intl Union (USW), AFL- CIO	David Jury, Esq.	Five Gateway Center Suite 807	Pittsburgh	PA	15222	412-562-2549	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	OH	43216- 1008	614-464-6422	
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	OH	43215	614-464-8322	Counsel to America Online, Inc. and its Subsidiaries and Affiliates
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX	76102	817-810-5250	Counsel to Electronic Data Systems Corp. and EDS Information Services, L.L.C.
Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626	714-966-1000	Counsel to Toshiba America Electronic Components, Inc.
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701	512-370-2800	Counsel to National Instruments Corporation
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	Counsel to WL Ross & Co., LLC

## **EXHIBIT D**

**Hearing Date And Time: April 30, 2008 at 10:00 a.m.**  
**Objection Deadline: April 23, 2008 at 4:00 p.m.**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	x	

MOTION FOR ORDER UNDER 11 U.S.C. § 365(d)(4)  
FURTHER EXTENDING DEADLINE TO ASSUME OR  
REJECT LEASES OF NONRESIDENTIAL REAL PROPERTY

("POSTCONFIRMATION 365(d)(4) DEADLINE EXTENSION MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order under 11 U.S.C. § 365(d)(4) further extending the deadline to assume or reject unexpired leases of nonresidential real property, and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").

3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with



respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan, as modified (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

4. On April 4, 2008, the Debtors announced that although they had met the conditions required to substantially consummate the Plan, including obtaining \$6.1 billion of exit financing, Delphi's Plan Investors (as defined in the Plan) refused to participate in a closing that was commenced but not completed and refused to fund their Investment Agreement (as defined in the Plan) with Delphi. The Debtors are prepared to pursue actions with respect to the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to achieve their goal of emerging from chapter 11 as soon as practicable.

5. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

6. The statutory predicate for the relief requested herein is section 365(d)(4) of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

7. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately \$13.7 billion.<sup>1</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company

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<sup>1</sup> The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.<sup>2</sup>

8. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

9. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however,

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<sup>2</sup> On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.<sup>3</sup> Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.

11. The Debtors believe that the Company's financial performance deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

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<sup>3</sup> Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

D. The Debtors' Transformation Plan

13. On March 31, 2006, the Company outlined the key tenets of a transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Plan Confirmation And Postconfirmation Matters

14. The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. After the Plan was confirmed, the Debtors focused their efforts on satisfying the conditions for the Plan to become effective. The Debtors satisfied those conditions and on April 4, 2008 began a formal closing process attended by representatives of GM, the exit lenders, and the Statutory Committees. The Plan Investors, however, refused to participate in the closing or fund their obligations under the Investment Agreement. Instead, the Plan Investors delivered written notices purporting to terminate the Investment Agreement based on both alleged breaches by the Debtors and the failure of the Plan's effective date to occur by April 4,

2008. The Debtors are prepared to pursue actions against the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to evaluate their options to move forward with emerging from chapter 11 as soon as reasonably practicable.

15. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

16. The Debtors request entry of an order, under section 365(d)(4) of the Bankruptcy Code, further extending the date on or before which the Debtors may assume or reject unexpired leases of nonresidential real property to and including the effective date of the confirmed Plan (subject to the terms of the confirmed Plan and the Confirmation Order, including the elections to assume or reject Real Property Leases (as defined below) in accordance therewith) or the effective date of any modified plan (subject to the terms of such plan and corresponding confirmation order, including any elections to assume or reject Real Property Leases that may be permitted thereunder). The relief requested is without prejudice to the Debtors' right to seek from this Court further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and a lessor's right to seek a shortening of the deadline.

Basis For Relief

17. The Debtors are lessors or lessees with respect to approximately 80 unexpired leases of nonresidential real property (the "Real Property Leases"). This Court's Order Pursuant To 11 U.S.C. § 365(d)(4) Further Extending Deadline To Assume Or Reject Unexpired Leases Of Nonresidential Real Property, entered February 26, 2008 (Docket No. 12878) (the "Fourth Extension Order"), set the deadline for the Debtors to assume or reject unexpired leases of nonresidential real property as the earlier of plan confirmation and May 31, 2008. The Debtors have determined to assume all of their Real Property Leases under the Plan as of the effective date of the Plan.<sup>4</sup> This Court approved those lease assumptions (as of the Plan's effective date) when entering the Confirmation Order on January 25, 2008. (Confirmation Order ¶ 22.)

18. Although the Debtors have determined to assume under their Plan all of the Real Property Leases, as of the effective date of the Plan and subject to the terms of the Plan and Confirmation Order, it would be premature for the Debtors to assume any of the Real Property Leases until the Plan or any modified plan becomes effective. If the current deadline is not extended, the Debtors may be compelled to assume substantial, long-term liabilities under the Real Property Leases or forfeit benefits associated with some Real Property Leases to the detriment of the Debtors' ability to operate and preserve the going-concern value of their business for the benefit of all creditors and other parties-in-interest. The non-debtor parties to the Real Property Leases will not be prejudiced by the proposed extension because the Debtors

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<sup>4</sup> Section 8.1(a) of the Plan provides that all unexpired Real Property Leases (not previously assume or rejected) will be assumed under the Plan unless scheduled for rejection on Plan Exhibit 8.1(a). The Debtors did not schedule any Real Property Lease on Plan Exhibit 8.1(a). (See Plan Exhibit 8.1(a), filed December 28, 2007. Docket No. 11608.)

are making payments under the Real Property Leases as they come due and have determined to assume the Real Property Leases under the Plan.

Applicable Authority

19. Section 365(d)(4) of the Bankruptcy Code provides:

Notwithstanding paragraphs (1) and (2), in a case under any chapter of this title, if the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is the lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60-day period, fixes, then such lease is deemed rejected, and the trustee shall immediately surrender such nonresidential real property to the lessor.

11 U.S.C. § 365(d)(4).

20. The term "cause" as used in section 365(d)(4) is not defined in the Bankruptcy Code. In South Street Seaport L.P. v. Burger Boys, Inc., 94 F.3d 755 (2d Cir. 1996), the United States Court of Appeals for the Second Circuit held that the following factors would establish whether "cause" existed to extend the statutory period under section 365(d)(4) of the Bankruptcy Code:

- (a) whether the debtor was paying for the use of the property;
- (b) whether the debtor's continued occupation could damage the lessor beyond the compensation available under the Bankruptcy Code;
- (c) whether the lease is the debtor's primary asset; and
- (d) whether the debtor has had sufficient time to formulate a plan of reorganization.

Id. at 761. The court enumerated additional factors that may merit consideration, including the complexity of the case and the number of leases that the debtor must evaluate. Id.; see also 130 Cong. Rec. S8891, 58,894-95 (daily ed. June 29, 1984) ("cause" includes large number of leases) (statement of Sen. Hatch), reprinted in 1984 U.S.C.C.A.N. 590, 597; In re Enron Corp., 279 B.R. 695, 703 (Bankr. S.D.N.Y. 2002).

21. The Debtors satisfy all of these requirements. First, in compliance with section 365(d)(3) of the Bankruptcy Code, the Debtors have remained and fully intend to remain current with respect to all outstanding postpetition rental obligations under the Real Property Leases.

22. Second, the relief requested herein will not affect any lessor's rights in a manner inconsistent with the provisions of the Bankruptcy Code. See Edward J. Debartolo Corp. v. Child World, Inc. (In re Child World, Inc.), 146 B.R. 89, 92 (S.D.N.Y. 1992) (holding that extension of debtors' time to assume or reject its unexpired leases of nonresidential real property is appropriate when leaseholders are not "irreparably injured in the interim"). The Debtors have the financial ability to and intend to continue to perform all of their obligations under the Real Property Leases as required by section 365(d)(3) of the Bankruptcy Code. The significant cash revenues from the Debtors' operations afford the Debtors this financial ability. The Debtors' existing debtor-in-possession financing facility gives the Debtors liquidity and provides additional comfort to lease counterparties that the Debtors will continue to meet their obligations under the Real Property Leases as they come due. Moreover, lessors may seek to shorten the deadline if new circumstances were to warrant such a shortening.

23. Third, certain of the Real Property Leases are among the Debtors' primary assets and are vital to their business. The Debtors' manufacturing sites, technical centers, and sales offices are fundamental to their reorganization efforts and comprise an integral component of the Debtors' strategic business plans.

24. Fourth, the Debtors have obtained confirmation of the Plan and have determined under the Plan to assume the Real Property Leases, but require additional time for such a determination under any modified plan that might be proposed.



25. Additionally, as stated above, if the current deadline is not extended, the Debtors may be compelled to assume liabilities prematurely under the Real Property Leases or risk forfeiting benefits associated with certain Real Property Leases. To prevent this difficult choice, this Court should exercise its discretion to extend the current deadline.

26. Courts in this circuit and others have granted similar relief to the relief requested herein in other large, complex chapter 11 cases. See, e.g., In re WorldCom, Inc., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. Sept. 24, 2003) (lease assumption/rejection deadline extended through plan confirmation); In re Ames Dep't Stores, Inc., Case No. 01-42217 (REG) (Bankr. S.D.N.Y. Oct. 3, 2001, Dec. 5, 2001) (deadline extended through confirmation); In re Nextwave Personal Commc'ns Inc., Case No. 98 B 21529 (ASH) (Bankr. S.D.N.Y. July 10, 1998) (same); In re Maidenform Worldwide, Inc., Case No. 97 B 44869 (CB) (Bankr. S.D.N.Y. Sept. 12, 1997) (same); In re UAL Corp., Case No. 02-B-48191 (ERW) (Bankr. N.D. Ill. Sept. 21, 2005) (same).

27. Accordingly, this Court should extend the time within which the Debtors may assume or reject any Real Property Lease to and including the earlier of the effective date of the Plan (subject to the subject to the terms of the confirmed Plan and the Confirmation Order) and the effective date of any modified plan (subject to the terms of the confirmed modified plan and corresponding confirmation order).

#### Notice Of Motion

28. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883) and the Tenth

Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). Notice has also been provided to each lessor with respect to the Real Property Leases. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

29. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order

(a) extending the deadline to assume or reject unexpired leases of nonresidential real property to and including the effective date of the Plan or any modified plan (subject to the terms thereof and any corresponding confirmation order) without prejudice to the Debtors' right to seek further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and a lessor's right to seek a shortening of the deadline and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York  
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER PURSUANT TO 11 U.S.C. § 365(d)(4) FURTHER EXTENDING  
DEADLINE TO ASSUME OR REJECT UNEXPIRED  
LEASES OF NONRESIDENTIAL REAL PROPERTY

("POSTCONFIRMATION 365(d)(4) DEADLINE EXTENSION ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 365(d)(4) further extending the deadline for the Debtors to assume or reject unexpired leases of nonresidential real property; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. The date by which the Debtors must assume or reject any and all unexpired leases of nonresidential real property (the "Real Property Leases") is extended to and including the earlier of (a) the effective date of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, dated December 10, 2007, as modified (the "Plan"), subject to the terms of the Plan and the Findings Of Fact, Conclusion Of Law, And Order Under 11 U.S.C. § 1129(a) And (b) And Fed. R. Bankr. P. 3020 Confirming First Amended Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-In-Possession, As Modified, dated January 25, 2008 (the "Confirmation Order"), including the elections to assume or reject Real Property Leases in accordance with the Plan and Confirmation Order, and (b) the effective date of any modified plan, subject to the terms of such confirmed modified plan and corresponding confirmation order, including the elections to assume or reject Real Property Leases that may be permitted thereunder.

3. The entry of this order is without prejudice to (a) the Debtors' right to seek from this Court further extensions of the assumption and rejection deadline with respect to any or all of their Real Property Leases and (b) the right of any party to any Real Property Lease to seek from this Court a shortening of the deadline with respect to such Real Property Lease for cause shown.

4. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this order.

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
April \_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE

Hearing Date And Time: April 30, 2008 at 10:00 a.m.  
Objection Deadline: April 23, 2008 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. § 365(d)(4) FURTHER  
EXTENDING DEADLINE TO ASSUME OR REJECT LEASES  
OF NONRESIDENTIAL REAL PROPERTY

PLEASE TAKE NOTICE that on April 10, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion For Order Under 11 U.S.C. § 365(d)(4) Further Extending Deadline to Assume or Reject Leases of Nonresidential Real Property (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on April 30, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (the "Supplemental Case Management Order") (Docket No. 2883), and the Ninth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered October 19, 2007 (Docket No. 10661) (the "Ninth Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or



any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on April 23, 2008** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order and the Amended Eighth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order and the Amended Eighth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York  
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## **EXHIBIT E**

Hearing Date And Time: April 30, 2008 at 10:00 a.m.  
Objection Deadline: April 23, 2008 at 4:00 p.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	x	

MOTION FOR ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING  
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE  
AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

("POSTCONFIRMATION § 1121(d) EXCLUSIVITY EXTENSION MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this precautionary motion (the "Motion") for an order under 11 U.S.C. § 1121(d) further extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization, and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").

3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In

Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan (as modified) (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

4. On April 4, 2008, the Debtors announced that although they had met the conditions required to substantially consummate the Plan, including obtaining \$6.1 billion of exit financing, Delphi's Plan Investors (as defined in the Plan) refused to participate in a closing that was commenced but not completed and refused to fund their Investment Agreement (as defined in the Plan) with Delphi. The Debtors are prepared to pursue actions with respect to the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to achieve their goal of emerging from chapter 11 as soon as practicable.

5. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

6. The statutory predicate for the relief requested herein is section 1121(d) of the Bankruptcy Code, as amended and in effect on October 8, 2005.

B. Current Business Operations Of The Debtors

7. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately \$13.7 billion.<sup>1</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.<sup>2</sup>

8. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

9. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective

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<sup>1</sup> The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

<sup>2</sup> On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.

January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.<sup>3</sup> Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.

11. The Debtors believe that the Company's financial performance deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of

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<sup>3</sup> Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.



which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

13. On March 31, 2006, the Company outlined the key tenets of a transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Plan Confirmation And Postconfirmation Matters

14. The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. After the Plan was confirmed, the Debtors focused their efforts on satisfying the conditions for the Plan to become effective. The Debtors satisfied those conditions and on April 4, 2008 began a formal closing process attended by representatives of GM, the exit lenders, and the Statutory Committees. The Plan Investors, however, refused to participate in the closing or fund their obligations under the Investment Agreement. Instead, the Plan Investors delivered written notices purporting to terminate the Investment Agreement based on both alleged breaches by the Debtors and the failure of the Plan's effective date to occur by April 4, 2008. The Debtors are prepared to pursue actions against the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to evaluate their options to move forward with emerging from chapter 11 as soon as reasonably practicable.

15. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

16. As set forth in the Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of Reorganization Plan (Docket No. 13175) entered by this Court on March 19, 2008, the Debtors have the exclusive right under section 1121 of the Bankruptcy Code to file one or more reorganization plans through and including May 31, 2008 (the "Plan Proposal Period") and the exclusive right to solicit and obtain acceptances for those plans through and including July 31, 2008 (the "Solicitation Period," and, together with the Plan Proposal Period, the "Exclusive Periods"). As noted above, the Debtors did, in fact, file a plan, solicit acceptances of that plan, obtain confirmation of it, and, after the Confirmation Order became final, commence a formal closing process that was adjourned on April 4, 2008 pending the Debtors' pursuit of their remedies against the Plan Investors and/or exploration with their stakeholders of possible plan modifications.

17. Because the Court may confirm only one plan of reorganization, see 11 U.S.C. § 1129(c), no other plan of reorganization may be filed or solicited in these cases. Thus, section 1129(c) operates to extend the exclusive periods until the Plan (as modified or otherwise) becomes effective.

18. Accordingly, it is solely out of an abundance of caution and to ensure clarity with the Debtors' stakeholders, including their customers and supplies, that the Debtors move at this time under section 1121(d) of the Bankruptcy Code to extend the Exclusive Periods to prevent any lapse in exclusivity. The Debtors seek entry of an order further extending (a) the Plan Proposal Period until 30 days after substantial consummation of the Plan or any modified plan and (b) the Solicitation Period until 90 days after

substantial consummation of the Plan or any modified plan. Although the Debtors are requesting a further extension of the Exclusivity Periods, the Debtors nonetheless anticipate emerging from chapter 11 as soon as reasonably practicable.

Basis For Relief

19. The Exclusive Periods are intended to afford chapter 11 debtors a full and fair opportunity to rehabilitate their businesses and to negotiate, propose, confirm, and consummate a reorganization plan without the deterioration and disruption of their businesses that might be caused by the filing of competing reorganization plans by non-debtor parties.

20. A further prophylactic extension of the Exclusive Periods is justified here by the significant progress the Debtors have made toward emerging from chapter 11 since they last sought an extension of the Exclusive Periods. After obtaining confirmation of the Plan, the Debtors secured exit financing and met all other conditions to the effectiveness of the Plan and Investment Agreement and were prepared to emerge from chapter 11. All of this was the result of diligent work by the Debtors, the Statutory Committees, GM, and other stakeholders over many months.

21. The Debtors' efforts to emerge from chapter 11 were affected by severe dislocations in the capital markets that began late in the second quarter of 2007 and that have continued through the present. Although the Debtors eventually obtained the exit financing required by the Plan, this turbulence in the capital markets was a principal cause of the delay in the Debtors' emergence from chapter 11 before the end of 2007. Finally, the Plan Investors' decision not to honor their commitments in the Investment Agreement prevented the Debtors from emerging on April 4, 2008.

22. Nevertheless, the Debtors have accomplished numerous other tasks related to many different aspects of the cases (as further detailed below) in an effort to emerge from chapter 11 protection. The unresolved contingencies relating to emergence notwithstanding the Plan Investors' failure to perform, along with the Court's prior recognition of the operation of section 1129(c) of the Bankruptcy Code and the size and complexity of the Debtors' cases, also justify a further extension of the Exclusive Periods.

Applicable Authority .....

23. Under the Bankruptcy Code, the Court may confirm only one plan of reorganization. See 11 U.S.C. § 1129(c). Because the Plan was confirmed on January 25, 2008 pursuant to the Confirmation Order that became final on February 4, 2008, and because that order cannot be revoked unless "procured by fraud," see 11 U.S.C. § 1144, no other plan of reorganization may now be filed or solicited in these cases. Thus, in effect, the Debtors' exclusivity period will extend until they consummate the Plan or any modified plan.

24. Even if that were not the case, however, section 1121(d) of the Bankruptcy Code permits the court to extend a debtor's exclusive periods upon a demonstration of cause:

On request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.

11 U.S.C. § 1121(d). The court in In re McLean Industries, Inc., 87 B.R. 830 (Bankr. S.D.N.Y. 1987), identified the following factors as relevant to the determination of "cause" to extend a debtor's Exclusive Periods:

- (a) the existence of good-faith progress toward reorganization;
- (b) existence of an unresolved contingency;
- (c) the size and complexity of the debtor's case;
- (d) a finding that the debtor is not seeking to extend exclusivity to pressure creditors "to accede to [the Debtor's] reorganization demands"; and
- (e) the fact that the debtor is paying its bills as they come due.

Id. at 834; accord In re Hoffinger Indus., Inc., 292 B.R. 639, 644 (B.A.P. 8th Cir. 2003) (stating that not all factors "are relevant in every case" and court has discretion to "decide which factors are relevant and give the appropriate weight to each"). At least one court has noted that "cause may be measured by a more lenient standard in the determination to grant an enlargement of time in which to gain acceptances to a filed plan." Gaines v. Perkins (In re Perkins), 71 B.R. 294, 299 (W.D. Tenn. 1987) (emphasis added); see also In re Express One International, Inc., 194 B.R. 98 (Bankr. E.D. Tex. 1996) (denying motion to terminate and granting motion to extend exclusivity based in part on debtors' filing of plan and disclosure statement and imminent hearing on disclosure statement). A similar standard should apply when a debtor has negotiated the agreements necessary to support a plan (and satisfied the conditions to a confirmed plan), but merely needs to use that foundation to complete its emergence from chapter 11.

25. In other cases of similar size and complexity to the Debtors' cases, courts have extended the debtors' exclusive rights to propose a plan of reorganization for periods similar to those requested by the Debtors. See, e.g., In re W.R. Grace & Co., et al., Case No. 01-01139 (Bankr. D. Del. Oct. 3, 2006) (extending exclusive periods for more than six years); In re Kaiser Aluminum Corp., Case No. 02-10429 (Bankr. D. Del. Nov. 2,

2005) (extending periods for approximately 43 months); In re Solutia Inc., et al., Case No. 03-17949 (Bankr. S.D.N.Y. May 1, 2007) (extending periods for more than 43 months). In this case, based upon the preceding factors and in line with other cases of similar size and complexity, sufficient cause exists for a prophylactic extension of the Exclusive Periods.

F. The Debtors Have Made Good-Faith Progress Toward Reorganization

26. An extension of a debtor's exclusive periods is justified by a debtor's progress in resolving issues facing its creditors and estates. McLean Indus., 87 B.R. at 834; In re AMKO Plastics, Inc., 197 B.R. 74, 77 (Bankr. S.D. Ohio 1996). The Debtors' progress in these cases thus far is significant and compels a further extension of the Exclusive Periods, should it be necessary.

(i) Plan Confirmation And Preparedness For Emergence

27. The Debtors' good-faith progress towards reorganization is most convincingly demonstrated by entry of the Confirmation Order on January 25, 2008 and the Debtors' satisfaction of the conditions to closing in the Plan and Investment Agreement. The Debtors met the conditions to consummate their reorganization Plan as of April 4, 2008. All of these accomplishments represent the Debtors' continuing efforts to emerge from chapter 11 protection as quickly as possible. The Debtors are proceeding rapidly to evaluate the options available to them and to implement a new path to emergence and to maximize value for all their stakeholders.

(ii) Claims Reconciliation

28. Although creditors have filed more than 16,800 proofs of claim asserting approximately \$34.0 billion in liquidated amounts plus certain unliquidated amounts, the Debtors have made significant strides in the claims reconciliation process.

As of April 1, 2008, the Debtors have objected to approximately 13,800 claims asserting nearly \$10.7 billion (plus additional unliquidated amounts) and this Court has granted relief with respect to approximately \$10.3 billion in asserted liquidated claims (plus additional unliquidated claims). Thus, the Debtors have successfully reduced the aggregate amount of Trade and Other Unsecured Claims below the \$1.45 billion amount set by the Plan.

(iii) Other Key Accomplishments

29. In addition to the foregoing, since the Debtors last sought a extension of the Exclusivity Periods, the Debtors have also, among other things:

- (a) obtained court approval of the sale of the bearings business;
- (b) obtained court approval of the bidding procedures for sale of certain assets used in the Debtors' U.S. damper business in Kettering, Ohio;
- (c) terminated four joint ventures and settled certain warranty claims with Calsonic Kansei Corporation of Japan;
- (d) completed the sale of its Interiors and Closures business to Inteva Products, LLC;
- (e) obtained court authority to extend the deadline to serve process for avoidance actions filed in connection with the Preservation Of Estate Claims Procedures Order;
- (f) filed two omnibus claims objections;
- (g) amended the form S-1, obtained the SEC's declaration of its effectiveness, and commenced the Rights Offering which closed March 31, 2008;
- (h) obtained court approval to perform under modified pension funding waivers;
- (i) obtained court approval to extend an indemnity agreement with GM with respect to UAW benefit guarantee; and



- (j) met the conditions necessary to substantially consummate the Plan and commenced a Plan closing that would have been completed but for the actions of the Plan Investors.

30. In summary, the Debtors have continued to make significant, good-faith progress in their chapter 11 cases.

G. Unresolved Contingencies Still Exist

31. Courts have also cited the need to resolve an important contingency as justification for extending a debtor's exclusive periods. Although the Court has confirmed the Debtors' Plan, the Debtors may have to modify the Plan in light of the Plan Investors' failure to meet their funding obligations under the Plan. The tasks of evaluating the Debtors' options and developing a modified path to emergence remain significant for both their magnitude and complexity and amply satisfy the contingency component described in the McLean test.

H. These Cases Are Large And Complex

32. The size and complexity of the Debtors' chapter 11 cases alone constitute sufficient cause to extend the Exclusive Periods. See, e.g., In re Texaco Inc., 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987); In re United Press Int'l, Inc., 60 B.R. 265, 270 (Bankr. D.D.C. 1986) (granting \$40 million company extension of exclusive periods based on size and complexity of case; "In many much smaller cases, involving far less complications, two or three years go by before the debtor is in a position to file a plan."). These and other authorities show that in large, complex chapter 11 cases, courts consistently extend the debtor's exclusive periods to afford the debtor time to stabilize its business, analyze reliable information to diagnose problems, formulate a long-term business plan, and timely obtain confirmation of a plan of reorganization.

33. The Debtors' cases are indisputably large and the multi-lateral and the multi-dimensional scope of actions that must be taken to address Delphi's restructuring requirements are exceedingly complex. A review of certain basic statistics noted above makes the foregoing conclusion self-evident. At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Thus, by any measure, the Debtors' chapter 11 cases are sufficiently large and complex to warrant an extension of the Exclusive Periods under the authorities cited above. Moreover, in addition to the typical issues that can be anticipated to arise in a large chapter 11 case, the Debtors face numerous significant issues that are unique to the distressed automobile industry and some that affect most large businesses that rely on the capital markets. The extension of the exclusive periods is necessary to continue progress in addressing these complexities.

I. The Debtors Are Using Exclusivity For A Proper Purpose

34. Courts have denied extensions of exclusive periods when plan negotiations among parties-in-interest have broken down and the continuation of exclusivity would merely give the debtor unfair bargaining leverage over the other parties-in-interest. See Teachers Ins. & Annuity Ass'n of Am. v. Lake in the Woods (In re Lake in the Woods), 10 B.R. 338, 345 (E.D. Mich. 1981). Here, the Debtors' precautionary request for an extension of the Exclusive Periods is not a negotiation tactic. The Debtors have negotiated with their stakeholders and obtained their acceptance of the Plan. The Debtors are working with their stakeholders to revise the path to emergence to continue to maximize value for all stakeholders.

J. The Debtors Are Paying Their Bills As They Come Due

35. Courts considering an extension of exclusivity may also assess a debtor's liquidity and solvency. See In re Ravenna Indus., Inc., 20 B.R. 886, 890 (Bankr. N.D. Ohio 1982). The Debtors are paying their bills as they come due, including the statutory fees paid quarterly to the United States Trustee. The Debtors have extended the maturity date of their \$4.5 billion debtor-in-possession financing facility to July 1, 2008, and anticipate negotiating financing through December 31, 2008, to provide additional comfort to creditors and other stakeholders that the Debtors will continue to meet their obligations as they come due.

K. The Debtors Have Shown Cause To Further Extend The Exclusive Periods

36. As shown above, the Debtors have made significant and productive strides in these chapter 11 cases. Based on this progress and all the other applicable factors, sufficient cause exists to extend the Exclusive Periods.<sup>4</sup> Accordingly, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates, and other parties-in-interest.

Notice

37. Notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883),

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<sup>4</sup> Even if the Court denied a further extension under section 1121(d), the operation of section 1129(c) would prevent the filing and solicitation of any competing plan of reorganization so long as the Plan has not been withdrawn and the Confirmation Order has not been revoked.

and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

38. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (1) extending the Debtors' exclusive periods (a) to file a plan of reorganization until 30 days after substantial consummation of the Plan or any modified plan and (b) to solicit acceptance of a plan of reorganization until 90 days after substantial consummation of the Plan or any modified plan and (2) granting the Debtors such other further relief as is just.

Dated: New York, New York  
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.

John Wm. Butler, Jr. (JB 4711)  
George N. Panagakis (GP 0770)  
Ron E. Meisler (RM 3026)

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- and -

By: /s/ Kayalyn A. Marafioti

Kayalyn A. Marafioti (KM 9632)  
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Four Times Square  
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(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

ORDER UNDER 11 U.S.C. § 1121(d) EXTENDING  
DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE  
AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN

("POSTCONFIRMATION § 1121(d) EXCLUSIVITY EXTENSION ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under 11 U.S.C. § 1121(d) further extending the Debtors' exclusive periods within which to file and solicit acceptances of a plan of reorganization (collectively, the "Exclusive Periods"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. The Debtors' exclusive period under 11 U.S.C. § 1121(d) for filing a plan of reorganization is extended until 30 days after substantial consummation of the Plan or any modified plan.

3. The Debtors' exclusive period under 11 U.S.C. § 1121(d) for soliciting acceptance of a plan of reorganization is extended until 90 days after substantial consummation of the Plan or any modified plan.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
April \_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE

Hearing Date And Time: April 30, 2008 at 10:00 a.m.  
Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
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Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
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Toll Free: (800) 718-5305  
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Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF MOTION FOR ORDER UNDER 11 U.S.C. § 1121(d)  
EXTENDING DEBTORS' EXCLUSIVE PERIODS WITHIN WHICH TO FILE  
AND SOLICIT ACCEPTANCES OF REORGANIZATION PLAN



PLEASE TAKE NOTICE that on April 10, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion For Order Under 11 U.S.C. § 1121(d) Extending Debtors' Exclusive Periods Within Which To File And Solicit Acceptances Of Reorganization Plan (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on April 30, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on March 20, 2006 (Docket No. 2883) ("Supplemental Case Management Order") and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487) (together with the Supplemental Case Management Order, the "Case Management Orders"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch

disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard) in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on April 23, 2008.**

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Orders will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Case Management Orders, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York  
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
George N. Panagakis (GP 0770)  
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- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

## **EXHIBIT F**

Hearing Date And Time: April 30, 2008 at 10:00 a.m.  
Objection Deadline: April 23, 2008 at 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Debtors.	:	
-----	x	

MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND  
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO  
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION  
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE  
DEADLINE MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 9105) (the "Motion"), and respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8 and 14, 2005, the Debtors filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession under Bankruptcy Code sections 1107(a) and 1108. This Court has ordered joint administration of these cases.

2. No trustee or examiner has been appointed in these cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders (together with the official committee of unsecured creditors, the "Statutory Committees").

3. On September 6, 2007, the Debtors filed the Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9263) and the Disclosure Statement With Respect To Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In Possession (Docket No. 9264). Subsequently, on December 10, 2007, the Debtors filed the First Amended Joint Plan Of

Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan") and the First Amended Disclosure Statement with respect to the Plan (Docket No. 11388) (the "Disclosure Statement"). The Court entered an order approving the adequacy of the Disclosure Statement and granting the related solicitation procedures motion on December 10, 2007 (Docket No. 11389). On January 25, 2008, the Court entered an order confirming the Plan, as modified (Docket No. 12359) (the "Confirmation Order"), which became a final order on February 4, 2008.

4. On April 4, 2008, the Debtors announced that although they had met the conditions required to substantially consummate the Plan, including obtaining \$6.1 billion of exit financing, Delphi's Plan Investors (as defined in the Plan) refused to participate in a closing that was commenced but not completed and refused to fund their Investment Agreement (as defined in the Plan) with Delphi. The Debtors are prepared to pursue actions with respect to the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to achieve their goal of emerging from chapter 11 as soon as practicable.

5. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

6. The statutory predicates for the relief requested herein are rules 7004 and 9004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and rule 4(m) of the Federal Rules of Civil Procedure.

B. Current Business Operations Of The Debtors

7. Delphi and its subsidiaries and affiliates (collectively, the "Company") as of December 31, 2007 had global net sales of \$22.3 billion and global assets of approximately

\$13.7 billion.<sup>1</sup> At the time of its chapter 11 filing, Delphi ranked as the fifth largest public company business reorganization in terms of revenues and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors and have continued their business operations without supervision from the Court.<sup>2</sup>

8. The Company is a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and is one of the largest global suppliers of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company supplies products to nearly every major global automotive original equipment manufacturer ("OEM").

9. Delphi was incorporated in Delaware in 1998 as a wholly owned subsidiary of General Motors Corporation ("GM"). Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to the Company in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's

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<sup>1</sup> The aggregated financial data used herein generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates as disclosed in the Company's Form 10-K filed on February 19, 2008.

<sup>2</sup> On March 20, 2007, Delphi Automotive Systems Espana S.L. ("DASE"), whose sole operation is a non-core automotive component plant in Cadiz, Spain, filed a "Concurso" application for a Spanish insolvency proceeding, which was approved by the Spanish court on April 13, 2007. On July 4, 2007, DASE, its Concurso receivers, and the Cadiz workers councils and unions reached a settlement on a social plan, the funding of which was approved by this Court on July 19, 2007. The Spanish court approved the social plan on July 31, 2007. The Concurso proceeding is consistent with Delphi's transformation plan to optimize its manufacturing footprint and to lower its overall cost structure.



single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net loss of approximately \$4.8 billion on \$28.6 billion in net sales.<sup>3</sup> Reflective of a continued downturn in the marketplace, in 2005 Delphi incurred net losses of approximately \$2.4 billion on net sales of \$26.9 billion. Moreover, in 2006 the Debtors incurred a net loss of \$5.5 billion, \$3.0 billion of which comprised charges related to the U.S. employee special attrition programs, and in 2007, the Debtors incurred a net loss of \$3.1 billion.

11. The Debtors believe that the Company's financial performance deteriorated because of (i) increasingly unsustainable U.S. legacy liabilities and operational restrictions preventing the Debtors from exiting non-profitable, non-core operations, all of which have the effect of creating largely fixed labor costs, (ii) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (iii) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward-looking revenue requirements. Because discussions

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<sup>3</sup> Reported net losses in calendar year 2004 reflect a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on U.S. deferred tax assets as of December 31, 2004. The Company's net operating loss in calendar year 2004 was \$482 million.

with its major stakeholders had not progressed sufficiently by the end of the third quarter of 2005, the Company commenced these chapter 11 cases for its U.S. businesses to complete its transformation plan and preserve value for its stakeholders.

D. The Debtors' Transformation Plan

13. On March 31, 2006, the Company outlined the key tenets of a transformation plan that it believed would enable it to return to stable, profitable business operations. The Debtors stated that they needed to focus on five key areas: first, modifying the Company's labor agreements to create a competitive arena in which to conduct business; second, concluding their negotiations with GM to finalize GM's financial support for the Debtors' legacy and labor costs and to ascertain GM's business commitment to the Company; third, streamlining their product portfolio to capitalize on their world-class technology and market strengths and make the necessary manufacturing alignment with their new focus; fourth, transforming their salaried workforce to ensure that the Company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint; and fifth, devising a workable solution to their current pension situation.

E. Plan Confirmation And Postconfirmation Matters

14. The confirmed Plan is based upon a series of global settlements and compromises that involve nearly every major constituency in the Debtors' reorganization cases. The Global Settlement Agreement and the Master Restructuring Agreement provide for a comprehensive settlement with GM, and both agreements were approved by this Court in the Confirmation Order. After the Plan was confirmed, the Debtors focused their efforts on satisfying the conditions for the Plan to become effective. The Debtors satisfied those conditions and on April 4, 2008 began a formal closing process attended by representatives of GM, the exit lenders, and the Statutory Committees. The Plan Investors, however, refused to participate in the

closing or fund their obligations under the Investment Agreement. Instead, the Plan Investors delivered written notices purporting to terminate the Investment Agreement based on both alleged breaches by the Debtors and the failure of the Plan's effective date to occur by April 4, 2008. The Debtors are prepared to pursue actions against the Plan Investors that are in the best interests of the Debtors and their stakeholders and are working with their stakeholders to evaluate their options to move forward with emerging from chapter 11 as soon as reasonably practicable.

15. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

F. The Establishment Of Procedures to Preserve Estate Claims

16. Before the confirmation of the Debtors' Plan, this Court on August 16, 2007 entered that certain Order Under 11 U.S.C. §§ 102(1)(A), 105(a), 107, 108(a)(2), And 546(a) And Fed. R. Bankr. P. 7004, 9006(c), And 9018 (i) Authorizing Debtors To Enter Into Stipulations Tolling Statute Of Limitations With Respect To Certain Claims, (ii) Authorizing Procedures To Identify Causes Of Action That Should Be Preserved, And (iii) Establishing Procedures For Certain Adversary Proceedings Including Those Commenced By Debtors Under 11 U.S.C. § 541, 544, 545, 547, 548, Or 553 ("Preservation Of Estate Claims Procedures Order") (Docket No. 9105). On March 28, 2008, this Court entered the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For

Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "Deadline Extension Order").

17. The purpose of the Preservation Of Estate Claims Procedures Order was two-fold: on the one hand, it permitted the Debtors to preserve their right to pursue (or abandon) certain avoidance actions before the then-impending expiration of the two-year statute of limitations to file such actions; on the other hand, it established procedures to avoid having to force all potential defendants to retain counsel and defend against the adversary proceedings when, in fact, the Debtors anticipated that most of them would be resolved upon the Debtors' emergence from chapter 11 and thus never pursued. To that end, the Preservation Of Estate Claims Procedures Order and the Deadline Extension Order (i) allowed the Debtors to file adversary proceeding complaints under seal, (ii) directed the Clerk of Court to delay issuing summonses for complaints unless and until the Debtors notified the Clerk of Court of their intent to prosecute such actions, (iii) stayed each adversary action unless and until the Debtors make service of process on the respective defendants, and (iv) extended the deadline under Fed. R. Civ. P. 4(m) by which the Debtors would have to serve process to May 31, 2008, so that the complaints would not be subject to dismissal under Fed. R. Civ. P. 4(m). Such relief was intended to allow the Debtors to preserve potentially valuable assets without disrupting the Plan process or business relationships or prejudicing the rights of any defendants.

18. In accordance with the Preservation Of Estate Claims Procedures Order, the Debtors commenced 742 adversary proceedings (the "Adversary Proceedings") by filing complaints under seal. On January 25, 2008, the Court entered the Confirmation Order. Under

the Plan, the Debtors will not retain any of the causes of action asserted in the Adversary Proceedings except those listed on Exhibit 7.24 to the Plan.<sup>4</sup>

Relief Requested

19. By this Motion, the Debtors request entry of an order under Bankruptcy Rule 9006(b)(1) and Federal Rule Of Civil Procedure 4(m), made applicable by Bankruptcy Rule 7004(a), to further extend the deadline by which the Debtors would be required to serve a summons and complaint upon each defendant under the Preservation Of Estate Claims Procedures Order, as modified by the Deadline Extension Order. Specifically, the Debtors request that the existing May 31, 2008 service deadline set forth in the Deadline Extension Order be extended to 30 days after substantial consummation of the Plan or any modified plan. The Debtors accordingly request that the Court enter the proposed Postconfirmation Extension Of Avoidance Action Service Deadline Order, a copy of which is annexed hereto as Exhibit A.

Basis For Relief

20. As noted above, the Debtors are working with their stakeholders to develop a path for emerging from chapter 11 as soon as reasonably practicable. Under the Deadline Extension Order, however, the Debtors' current deadline to serve the summons and complaint on every defendant in the Adversary Proceedings is May 31, 2008. To meet the May 31, 2008 deadline for each of the defendants, the Debtors would first have to request that the Clerk of Court in the coming weeks issue summonses for each of the 742 Adversary Proceedings to allow enough time for the summonses to be issued and subsequently served with the complaints by the May 31, 2008 deadline.

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<sup>4</sup> Of the five categories of claims listed by the Debtors on Exhibit 7.24 to the Plan, only the claims relating to Laneko Engineering Co., Wachovia Bank, National Association, Laneko Engineering Co. Inc., and their affiliates and subsidiaries are subject to the Preservation Of Estate Claims Procedures Order. (See Exhibit 7.24 to the Plan (Docket No. 11608).) Notice of this Motion has been provided to those entities.

21. Contemplating that further extensions may be necessary to achieve the goals of the Preservation Of Estate Claims Procedures Order, that order and the Deadline Extension Order expressly provided that the Debtors' previous extension of the deadline for services of process was "without prejudice [to the Debtors' ability] to seek further extensions" if appropriate. (See Preservation Of Estate Claims Procedures Order ¶ 8; Deadline Extension Order ¶ 2.)

22. The Debtors now believe that the extension of the Fed. R. Civ. P. 4(m) deadline that is requested in this Motion is appropriate, and that there is good cause for such an extension. Such an extension would enable the Debtors to fulfill their fiduciary responsibility to preserve valuable estate assets in a manner that would not unnecessarily disrupt the emergence process or the Debtors' current business relationships with potential defendants that are necessary to the Debtors' ongoing operations. Moreover, the requested extension would reduce the administrative and economic burdens of the Adversary Proceedings on the Debtors, the Court, the Clerk of Court, and the potential defendants. Specifically, the Debtors believe that the resources that they, the Court, the Clerk of Court, and the defendants would need to expend on issuing and serving 742 summonses and complaints in the Adversary Proceedings at this time—and the potential need thereafter to prosecute and defend such adversary proceedings—would not be in the best interests of the Debtors' estates, the Debtors' stakeholders, and other parties-in-interest because most of the Adversary Proceedings will not be prosecuted if the Plan were to become effective and likely will not be prosecuted under any modified plan. The Debtors submit that these reasons comprise good cause for the requested extension.

Applicable Authority

23. The Bankruptcy Rules and Federal Rules of Civil Procedure grant this Court discretion to adopt and implement guidelines which will aid in the administration of

Adversary Proceedings, including discretion to grant the proposed extension of the service of process deadline. See Zapata v. City of New York, 502 F.3d 192, 195 (2d Cir. 2007) (Rule 4(m) authorizes court to grant extensions of service period); In re Sheehan, 253 F.3d 507, 511 (9th Cir. 2001) ("The time for service in an adversary proceeding may be extended under two different rules: Rule 4(m) of the Federal Rules of Civil Procedure, and Bankruptcy Rule 9006(b).").

24. Bankruptcy Rule 9006(b)(1) provides for the enlargement of time to perform acts required under the Bankruptcy Rules: "[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order . . . ." Fed. R. Bankr. P. 9006(b)(1).

25. Moreover, Fed. R. Civil P. 4(m), made applicable here by Bankruptcy Rule 7004(a), requires courts, upon a showing of good cause, to extend the period for service of process after the filing of a complaint. See Bank of Cape Verde v. Bronson, 167 F.R.D. 370, 371-72 (S.D.N.Y. 1996) (good cause existed when future events would likely have "obviated the need to serve the [] complaint" and when plaintiff requested extension before Fed. R. Civ. P. 4(m) deadline expired). Even absent good cause, this Court has discretion to extend the 120-day service period. See Zapata, 502 F.3d at 196; Mejia v. Castle Hotel Inc., 164 F.R.D. 343, 345 (S.D.N.Y. 1996).

26. The Debtors accordingly request that the Court enter the proposed order, annexed hereto as Exhibit A, which would extend until 30 days after substantial consummation of the Plan or any modified plan the Debtors' Fed. R. Civ. P. 4(m) deadline to serve each defendant in the Adversary Proceedings commenced in connection with the Preservation Of Estate Claims Procedures Order with a summons and a copy of the complaint, without prejudice

to the Debtors' right to seek further extensions of the deadline and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a shortening of the deadline.

Notice Of Motion

27. Although notice is not required by Fed. R. Bankr. P. 9006(b)(1), see Law Debenture Trust Co. v. Calpine Corp. (In re Calpine Corp.), 356 B.R. 585, 595 (S.D.N.Y. 2007); Kernisant v. City of New York, 225 F.R.D. 422, 431 n.13 (E.D.N.Y. 2005); Brady v. Marks, 7 F. Supp. 2d 247, 255 (W.D.N.Y. 1998), notice of this Motion has been provided in accordance with the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487). Notice has also been provided to Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc., against whom causes of action have been retained under the confirmed Plan. In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

28. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.



WHEREFORE the Debtors respectfully request that the Court enter an order

(a) granting the relief requested herein and (b) granting the Debtors such other and further relief  
as is just.

Dated: New York, New York  
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 9331) .....  
Ron E. Meislér (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

ORDER PURSUANT TO FED. R. BANKR. P. 7004(a) AND  
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO  
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION  
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

("POSTCONFIRMATION EXTENSION OF AVOIDANCE ACTION SERVICE  
DEADLINE ORDER")

Upon the motion, dated April 10, 2008 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under Federal Rules of Bankruptcy Procedure 7004(a) and 9006(b)(1) and Federal Rule of Civil Procedure 4(m) to extend the deadline to serve process for Adversary Proceedings<sup>1</sup> commenced in connection with the Preservation Of Estate Claims Procedures Order<sup>2</sup> (Docket No. 9105), which deadline was previously extended to May 31, 2008 pursuant to the Order Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With

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<sup>1</sup> Capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

<sup>2</sup> The Adversary Proceedings are listed by adversary proceeding number on Exhibit A attached hereto.

Preservation Of Estate Claims Procedures Order (Docket No. 13277) (the "First Deadline Extension Order"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given, and it appearing that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Paragraph 8 of the Preservation Of Estate Claims Procedures Order, as previously modified by First Deadline Extension Order, is hereby further modified so that the time under Federal Rule of Civil Procedure 4(m) by which the Debtors must serve a defendant in the Adversary Proceedings with a summons and complaint is further extended until 30 days after substantial consummation of the Plan or any modified plan, without prejudice to the Debtors' right to seek further extensions and without prejudice to the right of each of Laneko Engineering Co., Wachovia Bank, National Association, and Laneko Engineering Co. Inc. to seek a shortening of the deadline. The Debtors shall serve a copy of this order upon each defendant in any Adversary Proceeding either when the Debtors serve a summons and complaint on such defendant or as soon thereafter as practicable. All other provisions of the Preservation Of Estate Claims Procedures Order shall remain in effect.

3. This order shall be deemed entered in each of the Adversary Proceedings.
4. The Debtors shall file a copy of this order in each of the Adversary Proceedings.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.
6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
April \_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**DELPHI ADVERSARY PROCEEDING NUMBERS**

07-02072	07-02191	07-02200
07-02084	07-02195	07-02088
07-02090	07-02201	07-02094
07-02096	07-02205	07-02099
07-02101	07-02207	07-02103
07-02106	07-02209	07-02109
07-02115	07-02213	07-02110
07-02120	07-02214	07-02239
07-02124	07-02219	07-02244
07-02138	07-02224	07-02248
07-02142	07-02227	07-02251
07-02147	07-02231	07-02255
07-02150	07-02077	07-02259
07-02154	07-02080	07-02261
07-02157	07-02083	07-02265
07-02163	07-02091	07-02267
07-02170	07-02095	07-02270
07-02184	07-02102	07-02273
07-02190	07-02105	07-02276
07-02198	07-02112	07-02277
07-02202	07-02117	07-02280
07-02204	07-02123	07-02281
07-02208	07-02125	07-02282
07-02076	07-02128	07-02283
07-02081	07-02130	07-02284
07-02087	07-02135	07-02288
07-02097	07-02137	07-02291
07-02104	07-02143	07-02293
07-02112	07-02148	07-02074
07-02132	07-02152	07-02078
07-02140	07-02159	07-02082
07-02145	07-02165	07-02085
07-02153	07-02169	07-02089
07-02160	07-02174	07-02093
07-02166	07-02175	07-02108
07-02171	07-02182	07-02114
07-02180	07-02189	07-02119
07-02186	07-02196	07-02122

07-02126	07-02199	07-02226
07-02129	07-02206	07-02230
07-02131	07-02210	07-02252
07-02136	07-02212	07-02256
07-02141	07-02217	07-02262
07-02146	07-02221	07-02266
07-02151	07-02225	07-02269
07-02156	07-02228	07-02272
07-02158	07-02235	07-02275
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07-02167	07-02245	07-02299
07-02172	07-02250	07-02303
07-02176	07-02254	07-02306
07-02179	07-02260	07-02309
07-02183	07-02079	07-02314
07-02187	07-02092	07-02318
07-02193	07-02098	07-02321
07-02233	07-02107	07-02326
07-02238	07-02111	07-02329
07-02243	07-02118	07-02334
07-02247	07-02107	07-02337
07-02249	07-02149	07-02340
07-02253	07-02162	07-02346
07-02257	07-02173	07-02350
07-02263	07-02178	07-02354
07-02075	07-02185	07-02359
07-02086	07-02192	07-02237
07-02100	07-02197	07-02240
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07-02121	07-02211	07-02258
07-02127	07-02214	07-02264
07-02133	07-02218	07-02271
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07-02155	07-02232	07-02285
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07-02168	07-02236	07-02294
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07-02188	07-02220	07-02312
07-02194	07-02222	07-02316

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07-02367	07-02442	07-02310
07-02373	07-02445	07-02317
07-02379	07-02449	07-02322
07-02397	07-02452	07-02327
07-02405	07-02454	07-02332
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07-02315	07-02473	07-02362
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07-02345	07-02493	07-02708
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07-02351	07-02499	07-02712
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07-02363	07-02510	07-02717
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07-02369	07-02517	07-02719
07-02374	07-02521	07-02720
07-02377	07-02525	07-02721
07-02382	07-02528	07-02723
07-02384	07-02532	07-02726
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07-02388	07-02538	07-02730
07-02390	07-02544	07-02732



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07-02736	07-02428	07-02414
07-02738	07-02429	07-02418
07-02739	07-02432	07-02424
07-02741	07-02434	07-02427
07-02743	07-02436	07-02433
07-02745	07-02438	07-02435
07-02747	07-02441	07-02439
07-02749	07-02443	07-02447
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07-02766	07-02466	07-02482
07-02368	07-02468	07-02487
07-02371	07-02472	07-02491
07-02375	07-02474	07-02496
07-02378	07-02477	07-02501
07-02381	07-02480	07-02508
07-02383	07-02484	07-02512
07-02785	07-02486	07-02516
07-02387	07-02489	07-02518
07-02389	07-02492	07-02522
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07-02416	07-02530	07-02561
07-02420	07-02533	07-02562
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07-02680	07-02557	07-02801
07-02681	07-02558	07-02802
07-02682	07-02579	07-02804
07-02683	07-02581	07-02806
07-02684	07-02586	07-02807

07-02808  
07-02809  
07-02810  
07-02811  
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07-02818  
07-02819  
07-02862

Hearing Date And Time: April 30, 2008 at 10:00 a.m.  
Objection Deadline: April 23, 2008 at 4:00 p.m.

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333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

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Kayalyn A. Marafioti (KM 9632)  
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Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

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Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF MOTION PURSUANT TO FED. R. BANKR. P. 7004(a) AND  
9006(b)(1) AND FED. R. CIV. P. 4(m) TO EXTEND DEADLINE TO  
SERVE PROCESS FOR AVOIDANCE ACTIONS FILED IN CONNECTION  
WITH PRESERVATION OF ESTATE CLAIMS PROCEDURES ORDER

PLEASE TAKE NOTICE that on April 10, 2008, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed a Motion Pursuant To Fed. R. Bankr. P. 7004(a) And 9006(b)(1) And Fed. R. Civ. P. 4(m) To Extend Deadline To Serve Process For Avoidance Actions Filed In Connection With Preservation Of Estate Claims Procedures Order (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion will be held on April 30, 2008 at 10:00 a.m. (prevailing Eastern time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, the Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 20, 2006 (the "Supplemental Case Management Order") (Docket No. 2883), and the Tenth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered February 4, 2008 (Docket No. 12487) (the "Tenth Supplemental Case Management Order"), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-

interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Donald Bernstein and Brian Resnick), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), (v) counsel for the official committee of equity security holders, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004 (Att'n: Bonnie Steingart), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (prevailing Eastern time) on April 23, 2008** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Supplemental Case Management Order and the Tenth Supplemental Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein and in the Supplemental Case Management Order and the Tenth Supplemental Case Management Order, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: New York, New York  
April 10, 2008

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: /s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 9331)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession



## **EXHIBIT G**

Delphi Corporation  
Special Parties

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
1401 Troy Associates Limited Partnership	Douglas M Etkin	200 Franklin Ctr 29100 Northwestern Hwy		Southfield	MI	48034
500 Commerce LLC	c/o Viking Industries	6505 Rockside Rd	Suite 125	Independence	OH	44131
7755 MD LLC	7755 MD LLC	3240 Iris Ct	Attn: Keith Cowan	Wheat Ridge	CO	80033
900 Tower Drive Associates LLC	900 Tower Drive Associates LLC	c/o Kojaijan Mgmt Corp	39400 Woodward Suite 250	Bloomfield Hills	MI	48304
Amherst Commerce Park		4508 Main St		Buffalo	NY	14226
Arnold & Porter LLP	Joel M Gross Attorney for CSX Transportation	555 Twelfth Street NW		Washington	DC	20004-1206
Camp Chase Industrail Railroad	C o Omega Rail Management	PO Box 120338		Nashville	TN	37212
Camp Chase Railroad Co		519 Cedar Way Building 1		Oakmont	PA	15139
Cinergy Corp	Attn Debbie Plummer	139 E Forth St	Room 2604at	Cincinnati	OH	45202
Cit Of Tulsa Rogers County Port Authority		5350 Cimarron Rd		Catoosa	OK	74015
City Of Laurel Ms	Laurel Airport Authority	PO Box 2335		Laurel	MS	39442-2335
City Of Tulsa Oklahoma	City Of Tulsa Oklahoma	City Of Tulsa Rogers Co Port Authority 5350 Cimarron Rd		Catoosa	OK	74015
City Of Warren Ohio	City Of Warren Ohio	C o Clerk City Engineers 3901 Mahoning Ave Nw		Warren	OH	44483
Concourse 100 LLC	c/o In-Rel Management attn: President	2328 10th Ave North	Suite 401	Lakeworth	FL	33461
Connolly Bove Lodge & Hutz LLP	Jeffrey C Wisler Esq Attorney forOrix GF Warren Venture	1007 N Orange Street	PO Box 2207	Wilmington	DE	19899
Consumers Power Company	Consumers Power Company	212 W Michigan Ave		Jackson	MI	49201
Coopersville and Marne Railway Company	Coopersville and Marne Railway Company	PO Box 55		Coopersville	MI	49404
County Of Marquette	Sawyer International Airport	125 G Avenue	Attn: Scott Erbsich	Gwinn	MI	49841
County of Monroe Industrial Development Agency	County of Monroe Industrial Development Agency	183 E Main St Suite 929	Attn: Chairman	Rochester	NY	14604
Csx Transportation	Csx Transportation	500 Water St J180		Jacksonville	FL	32202
Donald R and Sarah E Sweeton	Dasco Inc	214 Admiral Circle		Lawrenceburg	TN	33464
Economic Development Rail li Corp	Economic Development Rail li Corp	4319 Belmont Ave		Youngstown	OH	44505
First Industrial Lp	Barack Ferrazzano Kirschbaum Perlman and Nagelberg	333 West Wacker Dr Ste 2700	Attn Suzanne Bessette Smith	Chicago	IL	60606
First Industrial Lp	First Industrial Lp	311 South Wacker Dr Ste 4000	Attn Vice President Portfolio Management	Chicago	IL	60606
First Industrial Lp	First Industrial Realty Trust Inc	24800 Denso Dr Ste 175		Southfield	MI	48034
First Industrial Lp		311 S Wacker Dr	Ste 4000	Chicago	IL	60606
Ford Motor Land Development Corporation	Attn: Lease Analyst	550 Town Center Drive	Suite 200	Dearborn	MI	48126
Ford Motor Land Development Corporation	Dept 186-01	PO Box 67000		Detroit	MI	48267-0186
Fortune Avenue Partners		329 N Main St		Kokomo	IN	46901
Gar Properties Llc	Gar Properties Llc	205 St Paul St Ste 400	Attn Fred J Rainaldi	Rochester	NY	14604
Gar Properties Llc	Mangione and Roinman	205 St Paul St Ste 400	Attn Sal Mangione Esq	Rochester	NY	14604
Gbg2 Llp	C o Gibbons White Inc	4730 Walnut St	Ste 206	Boulder	CO	80301
Gbg2 Llp	Henry Braly	1800 Pike Rd		Longmont	CO	80501
Gbg2 Llp	Wallace H Grant and Douglas Grant Grant Bernard Lyons and Gaddis		PO Box 948	Longmont	CO	80502
General Motors Corporation	General Motors Corporation Office Of The General Counsel		New Ctr One Building 3031 W Grand Blvd PO Box 33122	Detroit	MI	48226
Germains Technology Group Custom Coating And Enhancements Inc		8333 Swanston Ln		Gilroy	CA	95020
Grand Trunk Western Railroad Inc	Grand Trunk Western Railroad Inc	2800 Livernois		Troy	MI	48007-5025

Delphi Corporation  
Special Parties

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
Green Road Associates Limited Partnership	Green Rd Associates Limited Partnership	C o First Martin Corporation 115 Depot St		Ann Arbor	MI	48104
Industrial Development Board Of The City Of Athens	c/o City Hall			Athens	AL	
Industrial Development Board Of The City Of Athens	c/o Pattan Lathom Legge and Cole	Attn Mike Kohl Esq	PO Box 470	Athens	AL	35612
Jcr Investments Llc	Dann Pecar Newman Kleiman Pc	Attn Jeffrey A Abrams	One American Square Ste 2300	Indianapolis	IN	46282
Jcr Investments Llc		17401 Tiller Court	PO Box 82008	Westfield	IN	46074
John E Benz	John E Benz	C o John E Benz and Co 3017 Exchange Ct Ste A		West Palm Beach	FL	33409
John E Benz		3017 Exchange Court	Ste A	West Palm Beach	FL	33409
Katbird Company LP	Katbird Company LP	8411 Preston Rd Suite 650	Attn: Wm B Costello	Dallas	TX	75225
Killam Industrial Development Partnership	Killam Industrial Development Partnership	PO Box 499		Laredo	TX	78042-0499
Lasalle National Bank As Trustee	c/o Nicholson	Porter and List Inc	1300 West Higgins Rd	Park Ridge	IL	60068
Laurence Tippman Sr Family Limited Partnership		9009 Coldwater Rd		Fort Wayne	IN	46825
Liberty Property Limited Partnership	Liberty Property Limited Partnership	26911 Northwestern Hwy Ste 205		Southfield	MI	48034
Mid States Industrial Complex Ltd		2574 E River Rd Bldg 10 Llc	PO Box 744	Dayton	OH	45401-0744
Miller Canfield Paddock and Stone PLC	Jonathan S Green Attorney for Wells Operating Partnership LP	150 W Jefferson Avenue	Suite 2500	Detroit	MI	48226
Miller Valentine Group	Miller Valentine Group	4000 Miller Valentine Court PO Box 744		Dayton	OH	45439-1487
Milwaukee Investment Company	Milwaukee Investment Company	C o Signature Associates One Towne Sq Ste 1200	Attn Property Management	Southfield	MI	48076
Nathan Neuman & Nathan PC	Kenneth A Nathan Attorney for 1401 Troy Associates Limited Partnership	29100 Northwestern Highway	Suite 260	Southfield	MI	48034
NML Properties		7 Crayton Ct		Miamisburg	OH	45342
Norfolk Southern Corporation	Norfolk Southern Corporation	185 Spring St Sw		Atlanta	GA	30303
Norfolk Southern Corporation	Norfolk Southern Corporation	110 Franklin Rd Se		Roanoke	VA	24042-0044
North Renaissance Development Llc	North Renaissance Development Llc	909 Washington Ave PO Box 348		Bay City	MI	48708
Northtown Business Center LLC		PO Box 34729		N Kansas City	MO	64116
Orix Gf Warren Venture	Orix Gf Warren Venture	C o Jim Purinton 100 N Riverside Plaza Ste 1400		Chicago	IL	60606
Orix Gf Warren Venture	Orix Gf Warren Venture	C o Orix Warrenincorix Real Estate Equities		Chicago	IL	60606
Orix Gf Warren Venture	Orix Gf Warren Venture	100 N Riverside Plaza Ste 1400	Ste 1400	Chicago	IL	60606
Osprey SA Ltd	Osprey SA Ltd	305 E Main St	Kathy Glass Dir Corp Leasing	Brighton	MI	48116
Osprey SA Ltd	Osprey SA Ltd	7600 Grand River	Suite 185	Brighton	MI	48114
PA Building LLC		5328 Mirror Lake Court		W Bloomfield	MI	48323
Raytheon Company		1520 Hughes Way Bldg A01 M s A162 PO Box 9399	Attn Corporate Real Estate Dept	Long Beach	CA	90810
Raytheon Company		870 Winter St	Attn Corporate Real Estate Dept	Waltham	MA	02451
Realty Investment II	c/o Tim Taylor General Manager	120 N Dixon St	PO Box 180	Kokomo	IN	46901
Research Properties Llc	Research Properties Llc	1425 Sagamore Pkwy North		Lafayette	IN	47904
Saginaw Centre Development Company Llc (SCDC)		804 S Hamilton St		Saginaw	MI	48602
Scher Development Ltd	Scher Development Ltd	5560 Spring Grove Dr		Solon	OH	44139

Delphi Corporation  
Special Parties

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
Sealy Rg Valley Buildings Lp	c/o Sealy and Company Inc	333 Texas St	Ste 1050	Shreveport	LA	71101
Sealy Rg Valley Buildings Lp	Sealy Rg Valley Buildings Lp	C o Sealy and Company Inc 333 Texas St Ste 1050	Attn Mark P Sealy	Shreveport	LA	71101
Sheldon S Toll PLLC	Sheldon S Toll Attorney for Milwaukee Investment Company	2000 Town Center	Suite 2550	Southfield	MI	48075
Tr Butterfield Trail Corp	c/o Capri Capital Advisors LLC	1201 N Clark St	Ste 300	Chicago	IL	60610
Tr Butterfield Trail Corp	Holland and Knight Lp	131 S Dearborn 30th Fl	Attn James T Mayer	Chicago	IL	60603
Tr Butterfield Trail Corp	Tr Butterfield Trail Corp	C o Capri Capital Advisors Llc 875 N Michigan Ave Ste 3430	Attn Asset Manager	Chicago	IL	60611
Transwestern Great Lakes Lp	Transwestern Great Lakes Lp	1301 W Long Lake Rd Ste 330		Troy	MI	48098
Weingarten Realty Investors	Weingarten Realty Investors	2600 Citadel Plaza Dr Ste 300		Houston	TX	77216
Weingarten Realty Investors		PO Box 200518		Houston	TX	77216
Wells Management Company	Wells Management Company	6200 The Corners Pkwy Ste 250		Norcross	GA	30092
Wells Operating Partnership Lp		PO Box 926040		Norcross	GA	30010-6040
Western States Technologies Holdings Inc	Western States Technologies Holdings Inc	18101 Von Karman Avenue	Suite 330	Irvine	CA	92612-0146

## **EXHIBIT H**

Delphi Corporation  
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
Burr Forman LLP	Att'n D. Christopher Carson, Esq.	420 North 20th Street	Suite 3400	Birmingham	AL	3520
Laneko Engineering Company		275 New Jersey Drive		Fort Washington	PA	19034
Wachovia Bank, N.A.	Att'n General Counsel	1 Wachovia Center		Charlotte	NC	28288-0013